

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re

Chapter 11

DELPHI CORPORATION, et al.,

Case No. 05-44481 (RDD)

Debtors.

(Jointly Administered)

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AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF CALIFORNIA)
) ss:
COUNTY OF LOS ANGELES)

JEFFREY WAX, being duly sworn, deposes and says:

1. I am an Attorney in the law firm of WAX LAW GROUP, which firm maintains offices at 2118 Wilshire Boulevard, Suite 407, Santa Monica, CA 90403.

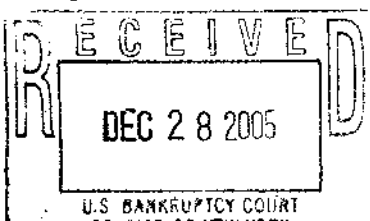
2. Neither I, WAX LAW GROUP, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. WAX LAW GROUP has represented and advised the Debtors in Patent Prosecution Legal services.

4. The Debtors have requested, and WAX LAW GROUP has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and WAX LAW GROUP proposes, to render the following services to the Debtors:
Patent Prosecution Legal services

5. WAX LAW GROUP's current fees arrangement is based on hourly rates.

6. Except as set forth herein, no promises have been received by WAX LAW GROUP or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code,



the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

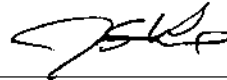
7. WAX LAW GROUP has no agreement with any entity to share with such entity any compensation received by WAX LAW GROUP.

8. WAX LAW GROUP and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. WAX LAW GROUP does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Neither I, WAX LAW GROUP, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which WAX LAW GROUP is to be engaged.

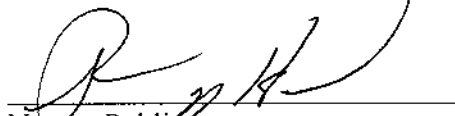
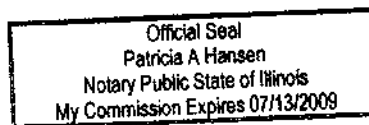
10. The foregoing constitutes the statement of WAX LAW GROUP pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT



Jeffrey Wax

Subscribed and sworn before me
this 23 day of December 2005


Notary Public

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X

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PROOF OF SERVICE

STATE OF CALIFORNIA)
) ss:
COUNTY OF LOS ANGELES)

JEFFREY WAX, hereby affirms that on December 23, 2005 he served a copy of Affidavit of Legal Ordinary Course Professional and this Proof of Service by first-class mail, postage prepaid by depositing same in a United States Post Office box on:

Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel),

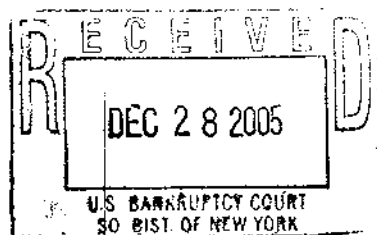
Skadden, Arps, Slate, Meagher & Flom, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr., Esq.),

The U.S. Trustee, 33 Whitehall Street, Suite 2100, New York, New York 10044 (Att'n: Alicia M. Leonhard, Esq.),

Latham & Watkins, 885 Third Avenue, New York, New York 10022 (Att'n: Mark A. Broude, Esq.),

Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Att'n: Marissa Wesley, Esq.), and

Davis Polk & Wardell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Marlane Melican, Esq.).



Handwritten signature of Jeffrey Wax.

Jeffrey Wax

